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Proposed Counsel for the Debtors and		
Debtors in Possession		
UNITED STATES BANKRUPTCY COURT		
SOUTHERN DISTRICT OF NEW YORK		
In re:	Chapter 11	
AOG Entertainment, Inc.,	Case No. 16()
: Debtor. :		
X		
In re:	Chapter 11	
19 Entertainment Limited,	Case No. 16()
Debtor. :		
x In re: :	Chapter 11	
: 19 Entertainment Worldwide LLC, :	Case No. 16()
:		
Debtor. :		
In re:	Chapter 11	
:		
19 Entertainment, Inc.,	Case No. 16()
Debtor. :		
x In re: :	Chapter 11	
:	G V 16	
19 Management Limited,	Case No. 16()
Debtor. :		
x		

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In re:	: Chapter 11
19 Merchandising Limited,	Case No. 16()
Debtor.	: :
In re:	: Chapter 11
19 Productions Limited,	: Case No. 16()
Debtor.	: :
In re:	: Chapter 11
19 Publishing Inc.,	: Case No. 16()
Debtor.	· :
In re:	: Chapter 11
19 Recording Services, Inc.,	: Case No. 16()
Debtor.	: :
In re:	x : Chapter 11
19 Recordings Limited,	: Case No. 16()
Debtor.	: :
In re:	: Chapter 11
19 Recordings, Inc.,	: Case No. 16()
Debtor.	: :
In re:	x : Chapter 11
19 Touring Limited,	: Case No. 16()
Debtor.	: :
	X

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In re:	: Chapter 11
19 Touring LLC,	Case No. 16()
Debtor.	· :
In re:	: Chapter 11
19 TV Limited,	: Case No. 16()
Debtor.	·
In re:	: Chapter 11
7th Floor Productions, LLC,	Case No. 16()
Debtor.	:
In re:	: Chapter 11
All Girl Productions,	: Case No. 16()
Debtor.	:
In re:	: Chapter 11
Alta Loma Entertainment, LLC,	Case No. 16()
Debtor.	:
In re:	: Chapter 11
Brilliant 19 Limited,	: Case No. 16()
Debtor.	
In re:	: Chapter 11
Clown Car Productions, LLC,	: Case No. 16()
Debtor.	· :

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In re:	Chapter 11	
CORE Entertainment Cayman Limited,	Case No. 16())
Debtor. :		
In re:	Chapter 11	
CORE Entertainment Offeror, LLC,	Case No. 16())
Debtor. :		
In re:	Chapter 11	
CORE Entertainment UK Limited,	Case No. 16())
Debtor. :		
In re:	Chapter 11	
CORE Entertainment Inc.,	Case No. 16())
Debtor. :		
In re: :	Chapter 11	
CORE G.O.A.T. Holding Corp.,	Case No. 16())
Debtor. :		
In re: :	Chapter 11	
CORE Group Productions Limited,	Case No. 16())
Debtor. :		
In re:	Chapter 11	
CORE Media Group Inc.,	Case No. 16())
Debtor. :		

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In re:	: Chapter 11	
CORE Media Group Productions Inc.,	: Case No. 16()
Debtor.	: :	
In re:	-x : Chapter 11	
CORE MG UK Holdings Limited,	: Case No. 16()
Debtor.	:	
In re:	-x : Chapter 11	
CTA Productions, Inc.,	: Case No. 16()
Debtor.	:	
In re:	-x : Chapter 11	
Dance Nation Productions Inc.,	: Case No. 16()
Debtor.	:	
In re:	-x : Chapter 11	
Double Vision Film Limited,	: Case No. 16()
Debtor.	: :	
In re:	-x : Chapter 11	
EPE Holding Corporation,	: Case No. 16()
Debtor.	:	
In re:	-x : Chapter 11	
Focus Enterprises, Inc.,	: Case No. 16()
Debtor.	: :	
	-X	

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In re:	: Chapter 11	
Fresh Start Productions, LLC,	: Case No. 16()
Debtor.	: :	
In re:	: Chapter 11	
Gilded Entertainment, LLC,	: Case No. 16()
Debtor.	: : :	
In re:	: Chapter 11	
IICD LLC,	: Case No. 16()
Debtor.	:	
In re:	: Chapter 11	
J2K Productions, Inc.,	: Case No. 16()
Debtor.	: :	
In re:	: Chapter 11	
Magma Productions, LLC,	: Case No. 16()
Debtor.	: :	
In re:	: Chapter 11	
Masters of Dance Productions Inc.,	: Case No. 16()
Debtor.	: :	
In re:	: Chapter 11	
Native Management Limited,	: Case No. 16()
Debtor.	:	
	X	

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In re:	: Chapter 11	
Native Songs Limited,	: Case No. 16()
Debtor.	: : 	
In re:	-x : Chapter 11	
On the Road Productions,	: Case No. 16()
Debtor.	: : 	
In re:	-x : Chapter 11	
Pioneer Production Services LLC,	: Case No. 16()
Debtor.	: : 	
In re:	-x : Chapter 11	
Sonic Transformation, LLC,	: Case No. 16()
Debtor.	:	
In re:	-x : Chapter 11	
Southside Productions Inc.,	: Case No. 16()
Debtor.	:	
In re:	-x : Chapter 11	
Sunset View Productions, LLC,	: Case No. 16()
Debtor.	:	
In re:	-x : Chapter 11	
SYTYCD DVD Productions Inc.,	: Case No. 16()
Debtor.	:	
	-X	

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In re:	:	Chapter 11		
This Land Productions, Inc.,	· :	Case No. 16	()
	•			
Debtor.	:			
	X			

DEBTORS' MOTION FOR ORDER AUTHORIZING JOINT ADMINISTRATION PURSUANT TO RULE 1015 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

The debtors and debtors in possession in the above-captioned cases (collectively, the "<u>Debtors</u>")¹ hereby move for entry of an order, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "<u>Bankruptcy Rules</u>"), directing the joint administration of the Debtors' chapter 11 cases (the "<u>Motion</u>"). In support of the Motion, the Debtors rely upon and incorporate by reference the Declaration of Peter Hurwitz, President of Certain Debtors, in Support of Chapter 11 Petitions and First Day Pleadings (the "<u>First Day Declaration</u>"), which was filed with this Court concurrently herewith. In further support of the Motion, the Debtors, by and through their undersigned proposed counsel, respectfully represent:

BACKGROUND

1. On the date hereof (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors intend to continue in the possession of their respective properties and the management of their respective businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. As of the date hereof, no trustee, examiner

A list of the Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number is attached as <u>Schedule 1</u> to the Declaration of Peter Hurwitz, President of Certain Debtors, in Support of Chapter 11 Petitions and First Day Pleadings, which was filed with the Court concurrently herewith. The Debtors' executive headquarters are located at 8560 West Sunset Boulevard, 8th Floor, West Hollywood, CA 90069.

or official committee has been appointed in any of the Debtors' cases.

2. The events leading up to the Petition Date and the facts and circumstances supporting the relief requested herein are set forth in the First Day Declaration.

JURISDICTION

3. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of these cases and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief requested herein is Bankruptcy Rule 1015(b).

RELIEF REQUESTED

- 4. By this Motion, the Debtors hereby seek the entry of an order, pursuant to Bankruptcy Rule 1015(b), directing the consolidation of the Debtors' chapter 11 cases for procedural purposes only. Bankruptcy Rule 1015(b) provides that if "two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b).
- 5. The Debtors believe that it would be most practical, expedient and efficient for the administration of these chapter 11 cases if the Court were to authorize their joint administration. Each of the Debtors is a co-obligor under the Debtors' prepetition credit facilities, either as a borrower or guarantor. In addition, the Debtors collectively operate an integrated business and the treatment of certain contracts and business relationships of a single Debtor may impact the assets and operations of other Debtors. The Debtors anticipate that practically all of the motions, hearings and matters involved in these chapter 11 cases will affect all of the Debtors. If approved, joint administration will reduce costs, facilitate administrative efficiency and avoid procedural problems otherwise attendant to the

administration of separate but related chapter 11 cases. Moreover, as the relief sought herein is procedural and not intended to affect any substantive rights, no party will be prejudiced by the relief requested herein.

6. The Debtors request that one file and one docket be maintained for all of the jointly administered cases under the case of AOG Entertainment, Inc. In addition, the Debtors propose that all pleadings relating to the Debtors' cases contain the following joint caption:

UNITED STATES BANKRUPTCY COU SOUTHERN DISTRICT OF NEW YOR		
In re:	X :	Chapter 11
AOG Entertainment, Inc., et al.,	: :	Case No. 16()
Debtors.		Jointly Administered
indicated in the preceding paragraph and	nd all ori	nat all original pleadings be captioned as ginal docket entries shall be made in the case (), and that a docket entry be made in y as follows:
consolidation and joint ad AOG Entertainment, Inc. a	lministra and its a	s case directing the procedural ation of the chapter 11 cases of ffiliates that have concurrently be docket in the chapter 11 case

8. The Debtors also seek authority to file the monthly operating reports required by the Operating Guidelines and Financial Reporting Requirements (the "Guidelines") promulgated by the office of the United States Trustee (the "U.S. Trustee") on a consolidated basis. Nevertheless, the Debtors will maintain separate disbursement reports.

of AOG Entertainment, Inc., Case No. 16-

should be consulted for all matters affecting this case."

9. The Debtors submit that filing the monthly operating reports required by the Guidelines on a consolidated basis will further administrative economy and efficiency without prejudice to any party in interest and would accurately reflect the Debtors' consolidated business operations and financial affairs.

NOTICE

- 7. Notice of this Motion will be given to: (a) the U.S. Trustee; (b) the Debtors' fifty (50) largest unsecured creditors on a consolidated basis; (c) counsel to U.S. Bank National Association, as the administrative agent under the Debtors' prepetition secured credit agreements; (d) counsel to the ad hoc group of lenders party to the Debtors' prepetition first lien secured credit agreement; (e) counsel to Crestview Media Investors, L.P., as lender under the Debtors' prepetition first and second lien secured credit agreements; (f) counsel to MediArena Holding B.V., as holder of the Sixth Amended and Restated Senior Unsecured Demand Promissory Note; (g) AP NMT JV Newco B.V., as shareholder of CORE Entertainment Holdings Inc., and/or its counsel, if known; (h) counsel, if known, to the preferred shareholders of CORE Entertainment Holdings Inc.; (i) the United States Attorney's Office for the Southern District of New York; (j) the Internal Revenue Service and state taxing authorities for states in which the Debtors conduct business; and (k) those unions who have entered into collective bargaining agreements and/or letters of adherence with the Debtors.

 The Debtors submit that, under the circumstances, no other or further notice is required.
- 8. No previous motion for the relief requested herein has been made to this or to any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto as Exhibit A, granting the relief requested in the Motion and such other and further relief for the Debtors as may be just or proper.

Dated: April 28, 2016 New York, New York

> WILLKIE FARR & GALLAGHER LLP Proposed Counsel for the Debtors and Debtors in Possession

By: /s/ Matthew A. Feldman Matthew A. Feldman Paul V. Shalhoub Andrew S. Mordkoff

> 787 Seventh Avenue New York, New York 10019 Telephone: (212) 728-8000 Facsimile: (212) 728-8111

EXHIBIT A

Proposed Order

UNITED STATES BANKRUPTCY COUR SOUTHERN DISTRICT OF NEW YORK			
In re:	X :	Chapter 11	
AOG Entertainment, Inc.,	:	Case No. 16()
Debtor.	:		
In re:	x :	Chapter 11	
19 Entertainment Limited,	:	Case No. 16()
Debtor.	· :		
In re:	x :	Chapter 11	
19 Entertainment Worldwide LLC,	:	Case No. 16()
Debtor.	· :		
In re:	x :	Chapter 11	
19 Entertainment, Inc.,	:	Case No. 16()
Debtor.	·		
In re:	x :	Chapter 11	
19 Management Limited,	:	Case No. 16()
Debtor.	:		
In re:	x :	Chapter 11	
19 Merchandising Limited,	:	Case No. 16()
Debtor.	:		
In re:	x :	Chapter 11	
19 Productions Limited,	:	Case No. 16()
Debtor.	· :		
	x		

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In re:		:	Chapter 11	
19 Publishing Inc.,		:	Case No. 16()
	Debtor.	:		
In re:		X :	Chapter 11	
19 Recording Services,	Inc.,	:	Case No. 16()
	Debtor.	:		
In re:		X :	Chapter 11	
19 Recordings Limited,		:	Case No. 16()
	Debtor.	:		
In re:		X :	Chapter 11	
19 Recordings, Inc.,		:	Case No. 16()
	Debtor.	:		
In re:		X :	Chapter 11	
19 Touring Limited,		:	Case No. 16()
	Debtor.	: :		
In re:		X :	Chapter 11	
19 Touring LLC,		: :	Case No. 16()
	Debtor.	: :		
In re:		X :	Chapter 11	
19 TV Limited,		: :	Case No. 16()
	Debtor.	:		
		X		

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In re:	: Chapter 11	
7th Floor Productions, LLC,	: Case No. 16()
Debtor.		
In re:	: Chapter 11	
All Girl Productions,	: Case No. 16()
Debtor.	:	
In re:	: Chapter 11	
Alta Loma Entertainment, LLC,	: Case No. 16()
Debtor.	· :	
In re:	: Chapter 11	
Brilliant 19 Limited,	: Case No. 16()
Debtor.		
In re:	: Chapter 11	
Clown Car Productions, LLC,	: Case No. 16()
Debtor.		
In re:	: Chapter 11	
CORE Entertainment Cayman Limited,	: Case No. 16()
Debtor.		
In re:	x : Chapter 11	
CORE Entertainment Offeror, LLC,	: Case No. 16()
Debtor.	:	
	X	

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In re:	: Chapter 11	
CORE Entertainment UK Limited,	Case No. 16()
Debtor.	: :	
In re:	: Chapter 11	
CORE Entertainment Inc.,	: Case No. 16()
Debtor.	: :	
In re:	: Chapter 11	
CORE G.O.A.T. Holding Corp.,	: Case No. 16()
Debtor.	· :	
In re:	: Chapter 11	
CORE Group Productions Limited,	: Case No. 16()
Debtor.	: :	
In re:	: Chapter 11	
CORE Media Group Inc.,	: Case No. 16()
Debtor.	:	
In re:	: Chapter 11	
CORE Media Group Productions Inc.,	: Case No. 16()
Debtor.	: : :	
In re:	: Chapter 11	
CORE MG UK Holdings Limited,	: Case No. 16()
Debtor.	· :	
	X	

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In re:	:	Chapter 11	
CTA Productions, Inc.,	· :	Case No. 16()
Debtor.	:		
In re:	X :	Chapter 11	
Dance Nation Productions Inc.,	:	Case No. 16()
Debtor.	:		
In re:	x :	Chapter 11	
Double Vision Film Limited,	· : ·	Case No. 16()
Debtor.	· · · · · · · · · · · · · · · · · · ·		
In re:	: :	Chapter 11	
EPE Holding Corporation,	:	Case No. 16()
Debtor.	:		
In re:	X :	Chapter 11	
Focus Enterprises, Inc.,	:	Case No. 16()
Debtor.	:		
In re:	X :	Chapter 11	
Fresh Start Productions, LLC,	:	Case No. 16()
Debtor.	:		
In re:	X :	Chapter 11	
Gilded Entertainment, LLC,	:	Case No. 16()
Debtor.	:		
	X		

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In re:	: Chapter 11	
IICD LLC,	: Case No. 16()
Debtor.	:	
In re:	: Chapter 11	
J2K Productions, Inc.,	: Case No. 16()
Debtor.	: :	
In re:	: Chapter 11	
Magma Productions, LLC,	: Case No. 16()
Debtor.	· :	
In re:	: Chapter 11	
Masters of Dance Productions Inc.,	: Case No. 16()
Debtor.	: :	
In re:	: Chapter 11	
Native Management Limited,	: Case No. 16()
Debtor.	: :	
In re:	: Chapter 11	
Native Songs Limited,	: Case No. 16()
Debtor.	: :	
In re:	: Chapter 11	
On the Road Productions,	: Case No. 16()
Debtor.	· :	
	X	

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In re:	: Chapter 11	
Pioneer Production Services LLC,	: Case No. 16()
Debtor.	:	
In re:	: Chapter 11	
Sonic Transformation, LLC,	: Case No. 16()
Debtor.	· :	
In re:	: Chapter 11	
Southside Productions Inc.,	Case No. 16()
Debtor.		
In re:	: Chapter 11	
Sunset View Productions, LLC,	Case No. 16()
Debtor.	· :	
In re:	: Chapter 11	
SYTYCD DVD Productions Inc.,	Case No. 16()
Debtor.	· :	
In re:	: Chapter 11	
This Land Productions, Inc.,	Case No. 16()
Debtor.	· :	

ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

Upon the motion (the "Motion") of the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") for entry of an order, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the joint administration of the Debtors' chapter 11 cases; and upon consideration of the Motion and all of the pleadings related thereto, including the Declaration of Peter Hurwitz, President of certain debtors, in Support of Chapter 11 Petitions and First Day Pleadings; and due and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors' estates, their creditors and other parties-in-interest; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that:

- 1. The Motion is granted to the extent set forth herein.
- 2. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.
- 3. The above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under Case No. 16-_____(____) in accordance with Bankruptcy Rule 1015(b).
 - 4. The joint caption of the Debtors' cases shall read as follows:

A list of the Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number is attached as Schedule 1 to the Declaration of Peter Hurwitz, President of Certain Debtors, in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. ___] and at http://www.kccllc.net/AOG. The Debtors' executive headquarters are located at 8560 West Sunset Boulevard, 8th Floor, West Hollywood, CA 90069.

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK	
In re:	-x : Chapter 11
AOG Entertainment, Inc., et al.,	: Case No. 16()
Debtors.	: (Jointly Administered)
5. All original pleadings	shall be captioned as indicated in the preceding
decretal paragraph and all original docket e	entries shall be made in the case of AOG
Entertainment, Inc., Case No. 16	().
6. A docket entry shall be	e made in the other Debtors' chapter 11 cases
substantially as follows:	
consolidation and joint admin AOG Entertainment, Inc. and commenced chapter 11 cases.	this case directing the procedural istration of the chapter 11 cases of its affiliates that have concurrently The docket in the chapter 11 case of se No. 16 () should fecting this case."
7. The Debtors shall be p	permitted to file the monthly operating reports
required by the Guidelines on a consolidate	ed basis, <u>provided</u> , <u>however</u> , that the Debtors shal
track and report disbursements on a Debtor	-by-Debtor basis.
8. This Court shall retain	jurisdiction with respect to any and all matters
arising from or relating to the implementation	ion or interpretation of this Order.
Dated:, 2016 New York, New York	
	UNITED STATES BANKRUPTCY JUDGE